

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 287 & 453

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) APPROVING (A) THE
PROCEDURES FOR THE SALE OF CERTAIN OF THE DEBTORS' *DE MINIMIS*
ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND
INTERESTS, (B) THE FORM AND MANNER OF NOTICE OF *DE MINIMIS* ASSET
SALES, AND (II) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certifies as follows:

1. On September 25, 2024, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Approving (A), the Procedures for the Sale of Certain of the Debtors' De Minimis Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (B) the Form and Manner of Notice of De Minimis Asset Sales, and (II) Granting Related Relief* (the “**Motion**”)² (D.I. 287). A proposed form of order granting the Motion (the “**Proposed Order**”) was attached to the Motion.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein have the meaning ascribed to them in the Motion.

2. Following the filing of the Motion, the Debtors revised the Proposed Order (the “**Revised Proposed Order**”) to incorporate comments from the Office of the United States Trustee (the “**U.S. Trustee**”), the Official Committee of Unsecured Creditors (the “**Committee**”), the Chubb Companies, the DIP Agents, and certain landlords (collectively, the “**Responding Parties**”). The Revised Proposed Order was attached as Exhibit A to the *Notice of Revised Proposed Order (I) Approving (A), the Procedures for the Sale of Certain of the Debtors’ De Minimis Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (B) the Form and Manner of Notice of De Minimis Asset Sales, and (II) Granting Related Relief* (D.I. 453).

3. At the hearing on October 9, 2024 (the “**Hearing**”), the Debtors sought Court approval of the Revised Proposed Order, and the Court provided comments to the form of order on the record.

4. Accordingly, the Debtors have incorporated the Court’s comments made on the record at the Hearing into a further Revised Proposed Order (the “**Further Revised Proposed Order**”), attached hereto as Exhibit A.

5. A redline comparing the Further Revised Proposed Order against the Revised Proposed Order is attached hereto as Exhibit B.

WHEREFORE, the Debtors request entry of the Further Revised Proposed Order attached hereto as Exhibit A.

Dated: October 9, 2024
Wilmington, Delaware

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